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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X
	:
In re	:
	Chapter 11
	:
DPH HOLDINGS CORP., <u>et al.</u> ,	:
	Case No. 05-44481 (RDD)
	:
Reorganized Debtors.	:
	(Jointly Administered)
	:
	X

JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND BING METALS GROUP, LLC
WITHDRAWING PROOFS OF ADMINISTRATIVE
EXPENSE CLAIM NUMBERS 18797 AND 19718

(BING METALS GROUP, LLC)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Bing Metals Group, LLC ("Bing" or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Bing Metals Group, LLC Withdrawing Proofs Of Administrative Expense Claim Numbers 18797 And 19718 (Bing Metals Group, LLC) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 18797 against Delphi, which asserts an administrative expense claim in the amount of \$570,844.47 ("Claim 18797") stemming from goods sold and the performance of services.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on November 4, 2009, the Claimant filed proof of administrative expense claim number 19718 against DAS LLC, which asserts an administrative expense claim in the amount of \$148,514.43 ("Claim 19718" collectively, with Claim 18797, the "Claims") stemming from goods sold and the performance of services.

WHEREAS, on January, 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").¹

WHEREAS, on February 17, 2010, Bing filed the Response Of Bing Metals Group, LLC In Opposition To Reorganized Debtors' Forty-Third Omnibus Objection To Claims (Claim Numbers 18797, 19717, 19718, and 19719) (Docket No. 19463) (the "Response").

¹ As part of the Forty-Third Omnibus Objection, the Reorganized Debtors also objected to proofs of administrative expense claim numbers 19717 and 19719, which have previously been disallowed pursuant to the Joint Stipulation And Agreed Order Between Reorganized Debtors And Bing Metals Group, LLC Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 19717 And 19719 (Docket No. 20469).

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that each of Claim 18797 and Claim 19718 should be withdrawn in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 18797 is hereby deemed withdrawn in its entirety with prejudice.
2. Claim 19718 is hereby deemed withdrawn in its entirety with prejudice.
3. The Response is hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 17th day of February, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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